

Board of Governors of the Federal Reserve System

RSSD ID: 2816906



Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of **\$500** million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for

further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report:

December 31, 2011

Month / Date / Year (BHCK 9999)

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature (MM/DD/CCYY) (BHTX J196)

TAUNUS CORPORATION

Legal Title of Bank Holding Company (TEXT 9010)

60 WALL STREET

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

NEW YORK

NY

10005

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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RSSD ID

C.I.

S.F.

Report of Income for Bank Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK				
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1–4 family residential properties	4435		192000		1.a.(1)(a)
(b) All other loans secured by real estate	4436		170000		1.a.(1)(b)
(c) All other loans	F821		367000		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		8000		1.a.(2)
b. Income from lease financing receivables	4065		0		1.b.
c. Interest income on balances due from depository institutions ¹	4115		297000		1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488		9000		1.d.(1)
(2) Mortgage-backed securities	B489		0		1.d.(2)
(3) All other securities	4060		15000		1.d.(3)
e. Interest income from trading assets	4069		4851000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		921000		1.f.
g. Other interest income	4518		13000		1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		6843000		1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more	A517		3000		2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		0		2.a.(1)(b)
(c) Other deposits	6761		12000		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		11000		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		805000		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		2017000		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		19000		2.d.
e. Other interest expense	4398		0		2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		2867000		2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		3976000		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		32000		4.
5. Noninterest income:					
a. Income from fiduciary activities	4070		1182000		5.a.
b. Service charges on deposit accounts in domestic offices	4483		57000		5.b.
c. Trading revenue ²	A220		-704000		5.c.
d. (1) Fees and commissions from securities brokerage	C886		977000		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888		1408000		5.d.(2)
(3) Fees and commissions from annuity sales	C887		0		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		0		5.d.(4)
(5) Income from other insurance activities	C387		2000		5.d.(5)
e. Venture capital revenue	B491		0		5.e.
f. Net servicing fees	B492		0		5.f.
g. Net securitization income	B493		55000		5.g.

1. Includes interest income on time certificates of deposit not held for trading.

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

	Dollar Amounts in Thousands	BHCK			
5. h. Not applicable					
i. Net gains (losses) on sales of loans and leases	8560		2000	5.i.	
j. Net gains (losses) on sales of other real estate owned	8561		4000	5.j.	
k. Net gains (losses) on sales of other assets (excluding securities)	B496		-2000	5.k.	
l. Other noninterest income ³	B497		2058000	5.l.	
m. Total noninterest income (sum of items 5.a through 5.l)	4079		5039000	5.m.	
6. a. Realized gains (losses) on held-to-maturity securities	3521		0	6.a.	
b. Realized gains (losses) on available-for-sale securities	3196		94000	6.b.	
7. Noninterest expense:					
a. Salaries and employee benefits	4135		3141000	7.a.	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		482000	7.b.	
c. (1) Goodwill impairment losses	C216		13000	7.c.(1)	
(2) Amortization expense and impairment losses for other intangible assets	C232		118000	7.c.(2)	
d. Other noninterest expense ⁴	4092		4587000	7.d.	
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		8341000	7.e.	
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		736000	8.	
9. Applicable income taxes (foreign and domestic)	4302		-32000	9.	
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		768000	10.	
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320		0	11.	
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		768000	12.	
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		10000	13.	
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340		758000	14.	

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

	Dollar Amounts in Thousands	BHCK			
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		3976000	M.1.	
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592		736000	M.2.	
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313		0	M.3.	
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507		0	M.4.	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		8652	M.5.	
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):					
a. Income and fees from the printing and sale of checks	C013		0	M.6.a.	
b. Earnings on/increase in value of cash surrender value of life insurance	C014		0	M.6.b.	
c. Income and fees from automated teller machines (ATMs)	C016		0	M.6.c.	
d. Rent and other income from other real estate owned	4042		0	M.6.d.	
e. Safe deposit box rent	C015		0	M.6.e.	
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		0	M.6.f.	

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands

			BHCK					
6. g. Bank card and credit card interchange fees.....			F555				0	M.6.g.
h. Gains on bargain purchases			J447				0	M.6.h.
i. <div>TEXT 8562 MONEY TRANSFER</div>			8562				198000	M.6.i.
j. <div>TEXT 8563 INTERCOMPANY REVENUE ALLOCATION</div>			8563				1148000	M.6.j.
k. <div>TEXT 8564</div>			8564				0	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):								
a. Data processing expenses.....			C017				376000	M.7.a.
b. Advertising and marketing expenses			0497				0	M.7.b.
c. Directors' fees			4136				0	M.7.c.
d. Printing, stationery, and supplies.....			C018				0	M.7.d.
e. Postage			8403				0	M.7.e.
f. Legal fees and expenses			4141				1105000	M.7.f.
g. FDIC deposit insurance assessments.....			4146					M.7.g.
h. Accounting and auditing expenses.....			F556				0	M.7.h.
i. Consulting and advisory expenses.....			F557				0	M.7.i.
j. Automated teller machine (ATM) and interchange expenses.....			F558				0	M.7.j.
k. Telecommunications expenses			F559				0	M.7.k.
l. <div>TEXT 8565 PROFESSIONAL FEES</div>			8565				287000	M.7.l.
m. <div>TEXT 8566 INTERCOMPANY EXPENSE ALLOCATION</div>			8566				2024000	M.7.m.
n. <div>TEXT 8567 TRAVEL AND ENTERTAINMENT</div>			8567				129000	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):								
a. (1) <div>TEXT 3571</div>			3571				0	M.8.a.(1)
(2) Applicable income tax effect	BHCK	3572					0	M.8.a.(2)
b. (1) <div>TEXT 3573</div>			3573				0	M.8.b.(1)
(2) Applicable income tax effect	BHCK	3574					0	M.8.b.(2)
c. (1) <div>TEXT 3575</div>			3575				0	M.8.c.(1)
(2) Applicable income tax effect	BHCK	3576					0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)								
Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:								
a. Interest rate exposures.....			8757				-1908000	M.9.a.
b. Foreign exchange exposures			8758				-459000	M.9.b.
c. Equity security and index exposures.....			8759				1037000	M.9.c.
d. Commodity and other exposures			8760				378000	M.9.d.
e. Credit exposures			F186				248000	M.9.e.

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹					
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	K090			0	M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094			0	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading	C889			0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890			0	M.10.b.
11. Credit losses on derivatives (see instructions)	A251			0	M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431			319000	M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242			0	M.12.b.(1)
(2) All other insurance premiums	C243			0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983			0	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)	BHCK				
	A530			0	M.13.
Dollar Amounts in Thousands		BHCK			
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	F551			847000	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552			847000	M.14.a.(1)
b. Net gains (losses) on liabilities	F553			-296000	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554			-296000	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409			326000	M.15.
Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.					
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228				M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	J319			5000	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320			0	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b)	J321			5000	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2010.

Schedule HI-A—Changes in Bank Holding Company Equity Capital

Dollar Amounts in Thousands		BHCK				
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217			395	5000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....	B507			0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508			395	5000	3.
	bhct					
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)	4340			758	000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK					
a. Sale of perpetual preferred stock, gross	3577			0		5.a.
b. Conversion or retirement of perpetual preferred stock	3578			0		5.b.
6. Sale of common stock:						
a. Sale of common stock, gross	3579			0		6.a.
b. Conversion or retirement of common stock	3580			135	000	6.b.
7. Sale of treasury stock	4782			0		7.
8. LESS: Purchase of treasury stock	4783			0		8.
9. Changes incident to business combinations, net	4356			0		9.
10. LESS: Cash dividends declared on preferred stock	4598			0		10.
11. LESS: Cash dividends declared on common stock	4460			0		11.
12. Other comprehensive income ¹	B511			-14	000	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591			0		13.
14. Other adjustments to equity capital (not included above)	3581			0		14.
	bhct					
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	3210			483	4000	15.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other post retirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

	(Column A) Charge-offs ¹				(Column B) Recoveries			
	BHCK				BHCK			
Dollar Amounts in Thousands								
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans	C891		0		C892		0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		0		C894		0	1.a.(2)
b. Secured by farmland in domestic offices.....	3584		0		3585		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5411		0		5412		0	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		5000		C217		0	1.c.(2)(a)
(b) Secured by junior liens	C235		0		C218		0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		0		3589		0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		0		C896		0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897		15000		C898		0	1.e.(2)
f. In foreign offices	B512		0		B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:								
a. To U.S. banks and other U.S. depository institutions	4653		0		4663		0	2.a.
b. To foreign banks	4654		0		4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655		0		4665		0	3.
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile)	4645		16000		4617		2000	4.a.
b. To non-U.S. addressees (domicile)	4646		0		4618		0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards	B514		0		B515		0	5.a.
b. Automobile loans	K129		0		K133		0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		0		K206		0	5.c.
6. Loans to foreign governments and official institutions	4643		0		4627		0	6.
7. All other loans	4644		31000		4628		1000	7.
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures.....	F185		0		F187		0	8.a.
b. All other leases	C880		0		F188		0	8.b.
9. Total (sum of items 1 through 8).....	4635		67000		4605		3000	9.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

MEMORANDA

	(Column A) Charge-offs ¹				(Column B) Recoveries			
	Calendar year-to-date							
Dollar Amounts in Thousands	BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409			0	5410			0
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652			0	4662			0

M.1.

M.2.

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).	Calendar year-to-date			
3. Uncollectible retail credit card fees and finance charges reversed against income	BHCK			
(i.e., not included in charge-offs against the allowance for loan and lease losses)	C388			0 M.3.

Dollar Amounts in Thousands					BHCK			
II. Changes in allowance for loan and lease losses								
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			154000				1.
	bhct							
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			3000				2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK							
	C079			67000				3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523			0				4.
	bhct							
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230			32000				5.
	BHCK							
6. Adjustments (see instructions for this schedule).....	C233			-3000				6.
	bhct							
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123			119000				7.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

	Dollar Amounts in Thousands	BHCK				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435				0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>						
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389				0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390				0	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>						
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above).....	C781				0	M.4.

Notes to the Income Statement—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amount in Thousands	BHBC				
1. Total interest income	4107					1.
a. Interest income on loans and leases.....	4094					1.a.
b. Interest income on investment securities	4218					1.b.
2. Total interest expense	4073					2.
a. Interest expense on deposits	4421					2.a.
3. Net interest income	4074					3.
4. Provision for loan and lease losses.....	4230					4.
5. Total noninterest income	4079					5.
a. Income from fiduciary activities	4070					5.a.
b. Trading revenue	A220					5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490					5.c.
d. Venture capital revenue.....	B491					5.d.
e. Net securitization income	B493					5.e.
f. Insurance commissions and fees.....	B494					5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091					6.
7. Total noninterest expense	4093					7.
a. Salaries and employee benefits	4135					7.a.
b. Goodwill impairment losses.....	C216					7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments.....	4301					8.
9. Applicable income taxes	4302					9.
10. Noncontrolling (minority) interest	4484					10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest.....	4320					11.
12. Net income (loss)	4340					12.
13. Cash dividends declared.....	4475					13.
14. Net charge-offs.....	6061					14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519					15.

Notes to the Income Statement—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

Notes to the Income Statement—Other

	TEXT	Dollar Amounts in Thousands	BHCK				
1.	5351						
			5351			0	1.
2.	5352						
			5352			0	2.
3.	5353						
			5353			0	3.
4.	5354						
			5354			0	4.
5.	5355						
			5355			0	5.
6.	B042						
			B042			0	6.
7.	B043						
			B043			0	7.
8.	B044						
			B044			0	8.
9.	B045						
			B045			0	9.
10.	B046						
			B046			0	10.

Notes to the Income Statement—Other, Continued

TEXT		Dollar Amounts in Thousands	BHCK			
11.	B047					
			B047			0
12.	B048					
			B048			0
13.	B049					
			B049			0
14.	B050					
			B050			0
15.	B051					
			B051			0
16.	B052					
			B052			0
17.	B053					
			B053			0
18.	B054					
			B054			0
19.	B055					
			B055			0
20.	B056					
			B056			0

Name of Bank Holding Company _____

Consolidated Financial Statements for Bank Holding CompaniesReport at the close of business 20111231**Schedule HC—Consolidated Balance Sheet**

Dollar Amounts in Thousands				BHCK				
ASSETS								
1. Cash and balances due from depository institutions:								
a. Noninterest-bearing balances and currency and coin ¹	0081					2683000		1.a.
b. Interest-bearing balances: ²								
(1) In U.S. offices.....	0395					52810000		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397					7708000		1.b.(2)
2. Securities:								
a. Held-to-maturity securities (from Schedule HC-B, column A)	1754					0		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773					1622000		2.b.
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold in domestic offices	BHDM	B987				0		3.a.
b. Securities purchased under agreements to resell ³	BHCK	B989				137630000		3.b.
4. Loans and lease financing receivables:								
a. Loans and leases held for sale.....		5369				0		4.a.
b. Loans and leases, net of unearned income	B528					44134000		4.b.
c. LESS: Allowance for loan and lease losses	3123					119000		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529					44015000		4.d.
5. Trading assets (from Schedule HC-D)	3545					81668000		5.
6. Premises and fixed assets (including capitalized leases)	2145					1139000		6.
7. Other real estate owned (from Schedule HC-M).....	2150					234000		7.
8. Investments in unconsolidated subsidiaries and associated companies	2130					0		8.
9. Direct and indirect investments in real estate ventures.....	3656					0		9.
10. Intangible assets:								
a. Goodwill.....	3163					4105000		10.a.
b. Other intangible assets (from Schedule HC-M).....	0426					1580000		10.b.
11. Other assets (from Schedule HC-F).....	2160					19543000		11.
12. Total assets (sum of items 1 through 11)	2170					354737000		12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands		BHDM			
LIABILITIES					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		14864000	13.a.(1)	
(2) Interest-bearing	6636		8354000	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN				
(1) Noninterest-bearing	6631		143000	13.b.(1)	
(2) Interest-bearing	6636		4324000	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²	B993		6131000	14.a.	
b. Securities sold under agreements to repurchase ³	B995		168571000	14.b.	
15. Trading liabilities (from Schedule HC-D)	3548		30159000	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190		90169000	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures ⁴	4062		170000	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699		0	19.b.	
20. Other liabilities (from Schedule HC-G)	2750		26692000	20.	
21. Total liabilities (sum of items 13 through 20)	2948		349577000	21.	
22. Not applicable					
EQUITY CAPITAL					
Bank Holding Company Equity Capital					
23. Perpetual preferred stock and related surplus	3283		0	23.	
24. Common stock (par value)	3230		0	24.	
25. Surplus (exclude all surplus related to preferred stock)	3240		12606000	25.	
26. a. Retained earnings	3247		-7408000	26.a.	
b. Accumulated other comprehensive income ⁵	B530		-364000	26.b.	
c. Other equity capital components ⁶	A130		0	26.c.	
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210		4834000	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000		326000	27.b.	
28. Total equity capital (sum of items 27.a and 27.b)	G105		5160000	28.	
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		354737000	29.	

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

MEMORANDA (to be completed annually by bank holding companies for the December 31 report date)

BHCK	
C884	0

M.1.

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no)
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁷

a.

(1) Name of External Auditing Firm (TEXT C703)

(2) City (TEXT C708)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

b.

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities	0211			0	0213			0	1286			139000	1287			139000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294			0	1295			0	1297			622000	1298			622000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496			0	8497			0	8498			2000	8499			2000	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			0	G301			0	G302			6000	G303			6000	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			0	G307			0	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			0	G311			0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies³	G312			0	G313			0	G314			0	G315			0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies³	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities	G320			0	G321			0	G322			0	G323			0	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142			0	K143			0	K144			0	K145			0	4.c.(1)(a)
(b) Other pass-through securities	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies³	K150			0	K151			0	K152			0	K153			0	4.c.(2)(a)
(b) All other commercial MBS	K154			0	K155			0	K156			11000	K157			11000	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

3. **U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).**

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale			
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value	
	BHCK		BHCK		BHCK		BHCK	
5. Asset-backed securities and structured financial products:								
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	119000	C027	81000
b. Structured financial products:								
(1) Cash	G336	0	G337	0	G338	0	G339	0
(2) Synthetic	G340	0	G341	0	G342	0	G343	0
(3) Hybrid	G344	0	G345	0	G346	0	G347	0
6. Other debt securities:								
a. Other domestic debt securities	1737	0	1738	0	1739	564000	1741	565000
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	183000	A511	196000
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct						bhct	
	1754	0	1771	0	1772	1646000	1773	1622000

MEMORANDA

Dollar Amounts in Thousands			
	BHCK		
1. Pledged securities ¹	0416	791000	M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	852000	M.2.a.
b. Over 1 year to 5 years	0384	531000	M.2.b.
c. Over 5 years	0387	43000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-B—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. ¹																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables.....	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844			0	B845			0	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			0	B849			0	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans.....	B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other.....	B858			0	B859			0	B860			119000	B861			81000	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts ..	G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans.....	G356			0	G357			0	G358			0	G359			0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets.....	G372			0	G373			0	G374			0	G375			0	M.6.g.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate	1410		736	9000					1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans					F158			0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159			1000	1.a.(2)
b. Secured by farmland					BHDM				
c. Secured by 1–4 family residential properties:					1420			0	1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....									
(2) Closed-end loans secured by 1–4 family residential properties:					1797			168000	1.c.(1)
(a) Secured by first liens									
(b) Secured by junior liens					5367			3897000	1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties					5368			0	1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:					1460			696000	1.d.
(1) Loans secured by owner-occupied nonfarm nonresidential properties									
(2) Loans secured by other nonfarm nonresidential properties.....					BHCK				
2. Loans to depository institutions and acceptances of other banks					F160			0	1.e.(1)
a. To U.S. banks and other U.S. depository institutions					F161			2591000	1.e.(2)
b. To foreign banks					BHDM				
3. Loans to finance agricultural production and other loans to farmers					1288			22431000	2.
4. Commercial and industrial loans	1292			2000					2.a.
a. To U.S. addressees (domicile)	1296			22433000					2.b.
b. To non-U.S. addressees (domicile)	1590			0	1590			0	3.
5. Not applicable					1766			4272000	4.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	1763			4252000					4.a.
a. Credit cards	1764			23000					4.b.
b. Other revolving credit plans.....									
c. Automobile loans									
d. Other consumer loans (includes single payment, installment, and all student loans)					1975			1216000	6.
7. Loans to foreign governments and official institutions (including foreign central banks).....	B538			0					6.a.
8. Not applicable	B539			0					6.b.
9. Loans to nondepository financial institutions and other loans:	K137			0					6.c.
a. Loans to nondepository financial institutions.....									
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured).....	K207			1216000					6.d.
(2) All other loans (exclude consumer loans).....									
10. Lease financing receivables (net of unearned income).....	2081			0	2081			0	7.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)									
b. All other leases.....	J454			786000	J454			786000	9.a.
11. LESS: Any unearned income on loans reflected in items 1–9 above									
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	1545			2164000	1545			2164000	9.b.(1)
	J451			5889000	J451			5843000	9.b.(2)
					2165			0	10.
	F162			0					10.a.
	F163			0					10.b.
	2123			0	2123			0	11.
	2122			44134000	2122			44065000	12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM				
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	K158			0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans	K159			0	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576			4000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160			0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161			0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162			0	M.1.d.(2)
e. Commercial and industrial loans:	BHCK				
(1) To U.S. addressees (domicile)	K163			0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K164			0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K165			30000	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):	BHDM				
(1) Loans secured by farmland in domestic offices	K166			0	M.1.f.(1)
	BHCK				
(2) Loans to depository institutions and acceptances of other banks	K167			0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	K168			0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	K098			0	M.1.f.(4)(a)
(b) Automobile loans	K203			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K204			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K212			0	M.1.f.(5)
(6) Other loans ¹	K267			30000	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), column A, above	2746			550000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837			16000	M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a "consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391			0	M.4.
Memorandum item 5 is to be completed by all bank holding companies.					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779			1588000	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780			767000	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230			0	M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-C—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2010, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>		F231			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties					
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above		F232			
7.–8. Not applicable.					
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).		BHDM			
		F577		66000	M.9.

Dollar Amounts in Thousands		(Column A) Consolidated			(Column B) Domestic Offices		
		BHCK			BHDM		
<i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>							
10. Loans measured at fair value:							
a. Loans secured by real estate		F608		141000			M.10.a.
(1) Construction, land development, and other land loans					F578		0
(2) Secured by farmland (including farm residential and other improvements)					F579		0
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F580		0
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens					F581		0
(ii) Secured by junior liens					F582		0
(4) Secured by multifamily (5 or more) residential properties					F583		0
(5) Secured by nonfarm nonresidential properties					F584		141000
b. Commercial and industrial loans		F585		343000	F585		343000
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards		F586		0	F586		0
(2) Other revolving credit plans		F587		0	F587		0
(3) Automobile loans		K196		0	K196		0
(4) Other consumer loans (includes single payment, installment, and all student loans)		K208		0	K208		0
d. Other loans		F589		45000	F589		45000

Schedule HC-C—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate	F609		144000					M.11.a.
(1) Construction, land development, and other land loans.....					F590		0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F591		0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592		0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens.....					F593		0	M.11.a.(3)(b)(i)
(ii) Secured by junior liens.....					F594		0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F595		0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties					F596		144000	M.11.a.(5)
b. Commercial and industrial loans	F597		363000		F597		363000	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards.....	F598		0		F598		0	M.11.c.(1)
(2) Other revolving credit plans	F599		0		F599		0	M.11.c.(2)
(3) Automobile loans	K195		0		K195		0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209		0		K209		0	M.11.c.(4)
d. Other loans	F601		45000		F601		45000	M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected			
	BHCK				BHCK				BHCK			
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:												
a. Loans secured by real estate	G091		0		G092		0		G093		0	M.12.a.
b. Commercial and industrial loans	G094		0		G095		0		G096		0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097		0		G098		0		G099		0	M.12.c.
d. All other loans and all leases	G100		0		G101		0		G102		0	M.12.d.

Dollar Amounts in Thousands													
										BHCK			
13. Not applicable													
14. Pledged loans and leases										G378		2679000	M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices		
	BHCM			BHCK		
ASSETS						
1. U.S. Treasury securities	3531	17578000		3531	17578000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	3461000		3532	3461000	2.
3. Securities issued by states and political subdivisions in the U.S.	3533	2085000		3533	2085000	3.
4. Mortgage-backed securities (MBS):						
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK			BHDM		
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies¹ (include CMOs, REMICs, and stripped MBS)	G379	20733000		G379	20733000	4.a.
c. All other residential mortgage-backed securities	G380	7154000		G380	7154000	4.b.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies¹	G381	1104000		G381	1104000	4.c.
e. All other commercial MBS	K197	334000		K197	334000	4.d.
5. Other debt securities	K198	1431000		K198	1431000	4.e.
a. Structured financial products:						
(1) Cash	G383	1232000		G383	1232000	5.a.(1)
(2) Synthetic	G384	0		G384	0	5.a.(2)
(3) Hybrid	G385	1000		G385	1000	5.a.(3)
b. All other debt securities	G386	10539000		G386	10151000	5.b.
6. Loans:						
a. Loans secured by real estate	F610	1694000				6.a.
(1) Construction, land development, and other land loans				F604	0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F605	0	6.a.(2)
(3) Secured by 1–4 family residential properties:						
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit				F606	0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:						
(i) Secured by first liens				F607	618000	6.a.(3)(b)(i)
(ii) Secured by junior liens				F611	34000	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties				F612	139000	6.a.(4)
(5) Secured by nonfarm nonresidential properties				F613	903000	6.a.(5)
b. Commercial and industrial loans	F614	568000		F614	566000	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards	F615	0		F615	0	6.c.(1)
(2) Other revolving credit plans	F616	0		F616	0	6.c.(2)
(3) Automobile loans	K199	0		K199	0	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210	0		K210	0	6.c.(4)
d. Other loans	F618	1005000		F618	755000	6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
7.–8. Not applicable							
	BHCM			BHCK			
9. Other trading assets.....	3541		3304000	3541		3304000	9.
10. Not applicable							
11. Derivatives with a positive fair value.....	3543		9445000	3543		8506000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct			BHDM			
	3545		81668000	3545		80089000	12.
	BHCK			BHDM			
LIABILITIES							
13. a. Liability for short positions:							
(1) Equity securities.....	G209		3045000	G209		2958000	13.a.(1)
(2) Debt securities.....	G210		21205000	G210		20957000	13.a.(2)
(3) All other assets.....	G211		0	G211		0	13.a.(3)
b. All other trading liabilities.....	F624		0	F624		0	13.b.
14. Derivatives with a negative fair value.....	3547		5909000	3547		5324000	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct						
	3548		30159000	3548		29239000	15.

MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.):							
a. Loans secured by real estate.....	F790		2714000				M.1.a.
(1) Construction, land development, and other land loans.....				F625		0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....				F626		0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit.....				F627		2000	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens.....				F628		1152000	M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....				F629		435000	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F630		184000	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties.....				F631		941000	M.1.a.(5)
b. Commercial and industrial loans.....	F632		721000	F632		717000	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F633		0	F633		0	M.1.c.(1)
(2) Other revolving credit plans.....	F634		0	F634		0	M.1.c.(2)
(3) Automobile loans	K200		0	K200		0	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K211		0	K211		0	M.1.c.(4)
d. Other loans.....	F636		1125000	F636		875000	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:							
a. Fair value.....	F639		125000	F639		123000	M.2.a.
b. Unpaid principal balance.....	F640		781000	F640		778000	M.2.b.

Schedule HC-D—Continued

MEMORANDA (continued)

MEMORANDUM (continued)

	(Column A) Consolidated				(Column B) Domestic Offices			
Dollar Amounts in Thousands	BHCK				BHDM			
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):								
a. Trust preferred securities issued by financial institutions	G299		207000		G299		207000	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332		540000		G332		540000	M.3.b.
c. Corporate and similar loans	G333		439000		G333		439000	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334		0		G334		0	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G335		0		G335		0	M.3.e.
f. Diversified (mixed) pools of structured financial products	G651		1000		G651		1000	M.3.f.
g. Other collateral or reference assets	G652		46000		G652		46000	M.3.g.
4. Pledged trading assets:								
a. Pledged securities	G387		60302000		G387		60293000	M.4.a.
b. Pledged loans.....	G388		724000		G388		724000	M.4.b.

Dollar Amounts in Thousands		BHCK			
<i>Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>					
5. Asset-backed securities:					
a. Credit card receivables	F643			0	M.5.a.
b. Home equity lines	F644			0	M.5.b.
c. Automobile loans	F645			0	M.5.c.
d. Other consumer loans	F646			616000	M.5.d.
e. Commercial and industrial loans	F647			108000	M.5.e.
f. Other	F648			1349000	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651			0	M.6.
7. Equity securities:					
a. Readily determinable fair values	F652			0	M.7.a.
b. Other	F653			0	M.7.b.
8. Loans pending securitization	F654			1172000	M.8.
9. a. (1) Gross fair value of commodity contracts	G212			755000	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory	G213			0	M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):					
(1) BHTX F655 CORPORATE STOCK	F655			3208000	M.9.b.(1)
(2) BHTX F656	F656			0	M.9.b.(2)
(3) BHTX F657	F657			0	M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25% of the item)					
a. BHTX F658	F658			0	M.10.a.
b. BHTX F659	F659			0	M.10.b.
c. BHTX F660	F660			0	M.10.c.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances²	2210		14083000		1.a.
b. Interest-bearing demand deposits , NOW, ATS, and other transaction accounts	3187		2667000		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		6268000		1.c.
d. Time deposits of less than \$100,000.....	6648		0		1.d.
e. Time deposits of \$100,000 or more.....	2604		200000		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances ²	BHOD				
	3189		0		2.a.
b. Interest-bearing demand deposits , NOW, ATS, and other transaction accounts	3187		0		2.b.
c. Money market deposit accounts and other savings accounts.....	2389		0		2.c.
d. Time deposits of less than \$100,000.....	6648		0		2.d.
e. Time deposits of \$100,000 or more.....	2604		0		2.e.

MEMORANDA

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		0		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		0		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242		154000		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		0		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
2. **Includes noninterest-bearing demand, time, and savings deposits.**

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		665000		1.
2. Net deferred tax assets ²	2148		4969000		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans.....	A519		0		3.a.
b. Other financial assets.....	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		493000		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		0		5.a.
b. Separate account life insurance assets	K202		0		5.b.
c. Hybrid account life insurance assets	K270		0		5.c.
6. Other	2168		13416000		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		19543000		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

	Dollar Amounts in Thousands				
1. Not applicable					
2. Net deferred tax liabilities ¹	3049			0	2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557			24000	3.
4. Other	B984			26668000	4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750			26692000	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands				
1. Earning assets that are repriceable within one year or mature within one year	3197			204984000	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296			154000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298			4925000	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408			0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409			0	5.

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier bank holding companies.
(See instructions for additional information.)

I. Property and Casualty Underwriting

	Dollar Amounts in Thousands				
	BHCK				
ASSETS					
1. Reinsurance recoverables	B988			0	1.
2. Total assets	C244			23000	2.
LIABILITIES					
3. Claims and claims adjustment expense reserves	B990			0	3.
4. Unearned premiums	B991			0	4.
5. Total equity	C245			1000	5.
6. Net income	C246			0	6.

II. Life and Health Underwriting

	BHCK				
ASSETS					
1. Reinsurance recoverables	C247			0	1.
2. Separate account assets	B992			0	2.
3. Total assets	C248			0	3.
LIABILITIES					
4. Policyholder benefits and contractholder funds	B994			0	4.
5. Separate account liabilities	B996			0	5.
6. Total equity	C249			0	6.
7. Net income	C250			0	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558		1237000		1.a.
b. Mortgage-backed securities	B559		6000		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560		540000		1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365		206113000		2.
3. a. Total loans and leases in domestic offices	BHDM				
(1) Loans secured by 1–4 family residential properties	3516		41711000		3.a.
(2) All other loans secured by real estate	3465		4073000		3.a.(1)
(3) Loans to finance agricultural production and other loans to farmers	3466		2282000		3.a.(2)
(4) Commercial and industrial loans	3386		0		3.a.(3)
(5) Loans to individuals for household, family, and other personal expenditures:	3387		4576000		3.a.(4)
(a) Credit cards	B561		0		3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562		1195000		3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	BHFN				
4. a. Trading assets	3360		38000		3.b.
b. Other earning assets	BHCK				
5. Total consolidated assets	3401		94207000		4.a.
	B985		59141000		4.b.
	3368		474321000		5.
LIABILITIES					
6. Interest-bearing deposits (domestic) ¹	3517		6929000		6.
7. Interest-bearing deposits (foreign) ¹	3404		4010000		7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		237914000		8.
9. All other borrowed money	2635		89687000		9.
10. Not applicable					
EQUITY CAPITAL					
11. Total equity capital (excludes limited-life preferred stock)	3519		4638000		11.

1. Includes interest-bearing demand deposits.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

RSSD ID:

2816906

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines).	3814			0	1.a.
b. (1) Unused consumer credit card lines	J455			0	1.b.(1)
(2) Other unused credit card lines.....	J456			0	1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816			289000	1.c.(1)
(a) 1–4 family residential construction loan commitments.....	F164			0	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165			289000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550			946000	1.c.(2)
d. Securities underwriting.....	3817			0	1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans	J457			10926000	1.e.(1)
(2) Loans to financial institutions.....	J458			1505000	1.e.(2)
(3) All other unused commitments	J459			8845000	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....	6566			7745000	2.
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of financial standby letters of credit conveyed to others.....	3820			677000	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570			1000	3.
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of performance standby letters of credit conveyed to others.....	3822			1000	3.a.
4. Commercial and similar letters of credit.....	3411			7000	4.
5. Not applicable					
6. Securities lent	3433			13417000	6.

7. Credit derivatives:

a. Notional amounts:

	(Column A) Sold Protection			(Column B) Purchased Protection				
	BHCK			BHCK				
(1) Credit default swaps	C968		5693000	C969		8776000		7.a.(1)
(2) Total return swaps	C970		211000	C971		14676000		7.a.(2)
(3) Credit options	C972		0	C973		0		7.a.(3)
(4) Other credit derivatives.....	C974		0	C975		0		7.a.(4)

b. Gross fair values:

(1) Gross positive fair value	C219		17000	C221		4172000		7.b.(1)
(2) Gross negative fair value.....	C220		2132000	C222		453000		7.b.(2)

c. Notional amounts by regulatory capital treatment:

(1) Positions covered under the Market Risk Rule:

(a) Sold protection	G401		5904000					7.c.(1)(a)
(b) Purchased protection	G402		23452000					7.c.(1)(b)

(2) All other positions:

(a) Sold protection	G403		0					7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404		0					7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405		0					7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

		Remaining Maturity of:												
		(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years				
Dollar Amounts in Thousands		BHCK				BHCK				BHCK				
7. d. Notional amounts by remaining maturity:														
(1) Sold credit protection:														
(a) Investment grade		G406			360000	G407			753000	G408			863000	7.d.(1)(a)
(b) Subinvestment grade		G409			15000	G410			188000	G411			3725000	7.d.(1)(b)
(2) Purchased credit protection:														
(a) Investment grade		G412			1685000	G413			1156000	G414			14928000	7.d.(2)(a)
(b) Subinvestment grade.....		G415			320000	G416			511000	G417			4852000	7.d.(2)(b)
8. Spot foreign exchange contracts.....														
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)														
a. Securities borrowed.....														
b. Commitments to purchase when-issued securities														
c. Commitments to sell when-issued securities														
d.	TEXT 6561													
e.	TEXT 6562													
f.	TEXT 6568													
g.	TEXT 6586													
10. Not applicable														

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	BHCK 8693 82058000	BHCK 8694 0	BHCK 8695 1822000	BHCK 8696 32000	11.a.
b. Forward contracts.....	BHCK 8697 373467000	BHCK 8698 6504000	BHCK 8699 190000	BHCK 8700 7944000	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 6837000	BHCK 8702 0	BHCK 8703 41757000	BHCK 8704 0	11.c.(1)
(2) Purchased options	BHCK 8705 4830000	BHCK 8706 0	BHCK 8707 47847000	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 13392000	BHCK 8710 106000	BHCK 8711 253000	BHCK 8712 4687000	11.d.(1)
(2) Purchased options	BHCK 8713 27506000	BHCK 8714 85000	BHCK 8715 260000	BHCK 8716 6127000	11.d.(2)
e. Swaps.....	BHCK 3450 82538000	BHCK 3826 10155000	BHCK 8719 623000	BHCK 8720 44298000	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 589450000	BHCK A127 16850000	BHCK 8723 92752000	BHCK 8724 63088000	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 1178000	BHCK 8726 0	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733 4351000	BHCK 8734 737000	BHCK 8735 2538000	BHCK 8736 3256000	14.a.(1)
(2) Gross negative fair value	BHCK 8737 3857000	BHCK 8738 603000	BHCK 8739 1848000	BHCK 8740 2937000	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741 32000	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 564000	BHCK 8746 0	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-L—ContinuedItem 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.¹

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the counter derivatives:																				
a. Net current credit exposure	G418		1436000		G419			0	G420			0	G421			0	G422		213000	15.a.
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423		1583000		G424			0	G425			0	G426			0	G427		33000	15.b.(1)
(2) Cash—Other currencies	G428		425000		G429			0	G430			0	G431			0	G432		0	15.b.(2)
(3) U.S. Treasury securities	G433		0		G434			0	G435			0	G436			0	G437		0	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438		0		G439			0	G440			0	G441			0	G442		3000	15.b.(4)
(5) Corporate bonds	G443		0		G444			0	G445			0	G446			0	G447		0	15.b.(5)
(6) Equity securities	G448		0		G449			0	G450			0	G451			0	G452		119000	15.b.(6)
(7) All other collateral	G453		3000		G454			0	G455			0	G456			0	G457		137000	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458		2011000		G459			0	G460			0	G461			0	G462		292000	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2010.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED) 3459		200		
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6555		181000		
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6556		22000		
4. Other assets acquired in satisfaction of debts previously contracted	6557		0		
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288		31938000		
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:					
(1) 1–4 family residential construction loans.....	K169		0		6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	K170		0		6.a.(1)(a)(2)
(b) Secured by farmland	K171		0		6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K172		0		6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens	K173		0		6.a.(1)(c)(2)(a)
(b) Secured by junior liens	K174		0		6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties	K175		0		6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176		0		6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	K177		0		6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers.....					
(3) Commercial and industrial loans	K178		0		6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179		0		6.a.(3)
(a) Credit cards.....	K180		0		6.a.(4)(a)
(b) Automobile loans	K181		0		6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards).....	K182		0		6.a.(4)(c)
(5) All other loans and leases.....	K183		0		6.a.(5)
Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):					
(a) Loans to depository institutions and acceptances of other banks	K184		0		6.a.(5)(a)
(b) Loans to foreign governments and official institutions	K185		0		6.a.(5)(b)
(c) Other loans ¹	K186		0		6.a.(5)(c)
(d) Lease financing receivables	K273		0		6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):					
(1) Construction, land development, and other land in domestic offices.....	K187		0		6.b.(1)
(2) Farmland in domestic offices	K188		0		6.b.(2)
(3) 1–4 family residential properties in domestic offices	K189		0		6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	K190		0		6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191		0		6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S., "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-M—Continued

Dollar Amounts in Thousands		BHFN				
6. b. (6) In foreign offices		K260			0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements		BHCK				
c. Debt securities (included in Schedule HC, items 2.a and 2.b)		K192			0	6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets)		J461			0	6.c.
		J462			0	6.d.
7. Captive insurance and reinsurance subsidiaries:						
a. Total assets of captive insurance subsidiaries ¹		K193			0	7.a.
b. Total assets of captive reinsurance subsidiaries ¹		K194			2000	7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no)		BHCK				
		C251			0	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no)		BHCK				
		6689			0	9.
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10		BHCK				
		6416			1	11.
TEXT						
6428						
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)		Area Code and Phone Number (TEXT 9009)				
12. Intangible assets other than goodwill:		BHCK				
a. Mortgage servicing assets		3164			0	12.a.
(1) Estimated fair value of mortgage servicing assets	6438				0	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026			0	12.b.
c. All other identifiable intangible assets		5507			1580000	12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426			1580000	12.d.
13. Other real estate owned		2150			234000	13.
14. Other borrowed money:		BHCK				
a. Commercial paper		2309			14033000	14.a.
b. Other borrowed money with a remaining maturity of one year or less		2332			61878000	14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333			14258000	14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190			90169000	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)		BHCK				
		B569			1	15.
16. Assets under management in proprietary mutual funds and annuities		BHCK				
		B570			95289000	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank holding company.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|---|
| BHCK | |
| C161 | 1 |
- 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|---|
| BHCK | |
| C159 | 1 |
- 18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|--|
| BHCK | |
| C700 | |
- 19.a.
- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|--|
| C701 | |
|------|--|
- 19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

		Dollar Amounts in Thousands			
		BHCK			
20.	Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:				
a.	Net assets	C252		0	20.a.
b.	Balances due from related institutions:				
	(1) Due from the bank holding company (parent company only), gross.....	4832		0	20.b.(1)
	(2) Due from subsidiary banks of the bank holding company, gross.....	4833		0	20.b.(2)
	(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834		0	20.b.(3)
c.	Balances due to related institutions:				
	(1) Due to bank holding company (parent company only), gross.....	5041		0	20.c.(1)
	(2) Due to subsidiary banks of the bank holding company, gross.....	5043		0	20.c.(2)
	(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045		0	20.c.(3)
d.	Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047		0	20.d.
21.	Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act.....	C253		23000	21.

Schedule HC-M—Continued

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT
C497

<http://> _____ 22.

Dollar Amounts in Thousands

Memoranda items 23 and 24 are to be completed by all bank holding companies.

23. Secured liabilities:

- | | BHCK | | | |
|--|------|--|--------|---|
| a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) | F064 | | | 0 |
| b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d) | F065 | | 423000 | |
- 23.a.
- 23.b.

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

- | | | | | |
|---|------|--|--|---|
| a. Senior perpetual preferred stock or similar items | G234 | | | 0 |
| b. Warrants to purchase common stock or similar items | G235 | | | 0 |
- 24.a.
- 24.b.

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
Dollar Amounts in Thousands												
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans ...	F172			0	F174			0	F176			0
(2) Other construction loans and all land development and other land loans.....	F173			0	F175			0	F177			0
b. Secured by farmland in domestic offices.....	3493			0	3494			0	3495			0
c. Secured by 1–4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5398			0	5399			0	5400			0
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by first liens	C236			0	C237			0	C229			146000
(b) Secured by junior liens	C238			0	C239			0	C230			0
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499			0	3500			0	3501			4000
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178			0	F180			0	F182			0
(2) Loans secured by other nonfarm nonresidential properties.....	F179			0	F181			0	F183			54000
f. In foreign offices	B572			0	B573			0	B574			14000
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions	5377			0	5378			0	5379			0
b. Foreign banks.....	5380			0	5381			0	5382			0
3. Loans to finance agricultural production and other loans to farmers	1594			0	1597			0	1583			0
4. Commercial and industrial loans	1606			42000	1607			0	1608			84000
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards	B575			0	B576			0	B577			0
b. Automobile loans	K213			0	K214			0	K215			0
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K216			1000	K217			1000	K218			38000
6. Loans to foreign governments and official institutions	5389			0	5390			0	5391			0
7. All other loans	5459			24000	5460			0	5461			129000
8. Lease financing receivables:												
a. Leases to individuals for household, family, and other personal expenditures.....	F166			0	F167			0	F168			0
b. All other leases.....	F169			0	F170			0	F171			0

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....													9.
	3505			0	3506			0	3507			0	
10. TOTAL (sum of items 1 through 9).....	5524			67000	5525			1000	5526			469000	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC).....													11.
	K036			0	K037			0	K038			0	
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above													11.a.
	K039			0	K040			0	K041			0	
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....													11.b.
	K042			0	K043			0	K044			0	
12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans	BHDM				BHDM				BHDM				12.a.(1)(a)
	K045			0	K046			0	K047			0	
(b) Other construction loans and all land development and other land loans													12.a.(1)(b)
	K048			0	K049			0	K050			0	
(2) Secured by farmland	K051			0	K052			0	K053			0	12.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K054			0	K055			0	K056			0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens	K057			0	K058			0	K059			0	12.a.(3)(b)(1)
(2) Secured by junior liens.....	K060			0	K061			0	K062			0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	K063			0	K064			0	K065			0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066			0	K067			0	K068			0	12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties	K069			0	K070			0	K071			0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers	BHCK				BHCK				BHCK				12.b.
	K072			0	K073			0	K074			0	
c. Commercial and industrial loans.....	K075			0	K076			0	K077			0	12.c.

Schedule HC-N—Continued

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
12. d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):															
(1) Credit cards	K078			0	K079			0	K080			0	12.d.(1)		
(2) Automobile loans	K081			0	K082			0	K083			0	12.d.(2)		
(3) Other consumer loans	K084			0	K085			0	K086			0	12.d.(3)		
e. All other loans and leases	K087			0	K088			0	K089			0	12.e.		
<i>Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>															
(1) Loans to depository institutions and acceptances of other banks	K091			0	K092			0	K093			0	12.e.(1)		
(2) Loans to foreign governments and official institutions	K095			0	K096			0	K097			0	12.e.(2)		
(3) Other loans ¹	K099			0	K100			0	K101			0	12.e.(3)		
(4) Lease financing receivables	K269			0	K271			0	K272			0	12.e.(4)		
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102			0	K103			0	K104			0	12.f.		

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

MEMORANDA

Dollar Amounts in Thousands				BHDM				BHDM				BHDM			
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans	K105			0	K106			0	K107			0	M.1.a.(1)		
(2) Other construction loans and all land development and other land loans	K108			0	K109			0	K110			0	M.1.a.(2)		
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK				BHCK				BHCK						
	F661			0	F662			0	F663			58000	M.1.b.		
c. Secured by multifamily (5 or more) residential properties in domestic offices ...	BHDM				BHDM				BHDM						
	K111			0	K112			0	K113			0	M.1.c.		
d. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114			0	K115			0	K116			0	M.1.d.(1)		
(2) Loans secured by other nonfarm nonresidential properties	K117			0	K118			0	K119			25000	M.1.d.(2)		

Schedule HC-N—Continued

MEMORANDA—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
Dollar Amounts in Thousands													
1. e. Commercial and industrial loans:													
(1) To U.S. addressees (domicile)	K120			0	K121			0	K122			12000	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123			0	K124			0	K125			0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)													
	K126			0	K127			0	K128			0	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):													
(1) Loans secured by farmland in domestic offices	BHDM				BHDM				BHDM				M.1.f.(1)
	K130			0	K131			0	K132			0	
(2) Loans to depository institutions and acceptances of other banks	BHCK				BHCK				BHCK				M.1.f.(2)
	K134			0	K135			0	K136			0	
(3) Loans to finance agricultural production and other loans to farmers	K138			0	K139			0	K140			0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:													
(a) Credit cards	K274			0	K275			0	K276			0	M.1.f.(4)(a)
(b) Automobile loans	K277			0	K278			0	K279			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K280			0	K281			0	K282			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K283			0	K284			0	K285			0	M.1.f.(5)
(6) Other loans¹	K286			0	K287			0	K288			0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558			0	6559			0	6560			22000	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508			0	1912			0	1913			14000	M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale	C240			0	C241			0	C226			0	M.5.a.
b. Loans measured at fair value:													
(1) Fair value	F664			0	F665			0	F666			0	M.5.b.(1)
(2) Unpaid principal balance	F667			0	F668			0	F669			0	M.5.b.(2)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-N—Continued

MEMORANDA—Continued

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands		BHCK				BHCK			
6. Derivative contracts:									
Fair value of amounts carried as assets		3529				3530			

M.6.

Dollar Amounts in Thousands		BHCK			
7. Additions to nonaccrual assets during the quarter		C410		57000	M.7.
8. Nonaccrual assets sold during the quarter		C411		0	M.8.

Schedule HC-P—1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale **or trading** in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: ²					
a. Closed-end first liens.....	F066			0	1.a.
b. Closed-end junior liens.....	F067			0	1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F670			0	1.c.(1)
(2) Principal amount funded under the lines of credit.....	F671			0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: ²					
a. Closed-end first liens.....	BHCK				
b. Closed-end junior liens.....	F068			1000	2.a.
c. Open-end loans extended under lines of credit:	F069			0	2.b.
(1) Total commitment under the lines of credit.....	BHDM				
(2) Principal amount funded under the lines of credit.....	F672			0	2.c.(1)
	F673			0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:					
a. Closed-end first liens.....	BHCK				
b. Closed-end junior liens.....	F070			0	3.a.
c. Open-end loans extended under lines of credit:	F071			0	3.b.
(1) Total commitment under the lines of credit.....	BHDM				
(2) Principal amount funded under the lines of credit.....	F674			0	3.c.(1)
	F675			0	3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens.....	BHCK				
b. Closed-end junior liens.....	F072			618000	4.a.
c. Open-end loans extended under lines of credit:	F073			34000	4.b.
(1) Total commitment under the lines of credit.....	BHDM				
(2) Principal amount funded under the lines of credit.....	F676			5000	4.c.(1)
	F677			2000	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
a. Closed-end 1-4 family residential mortgage loans.....	BHCK				
	F184			-18000	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	BHDM				
	F560			0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678			3000	6.a.
b. Closed-end junior liens.....	F679			0	6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit.....	F680			0	6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681			0	6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

2. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all bank holding companies.

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands					BHCK				BHCK				BHCK				BHCK				
ASSETS	bhcy																				
1. Available-for-sale securities	1773	1622000			G474	0			G475	39000			G476	1455000			G477	128000			1.
2. Federal funds sold and securities purchased under agreements to resell.....	BHCK																				
	G478	70915000			G479	31938000			G480	0			G481	102853000			G482	0			2.
3. Loans and leases held for sale	G483	0			G484	0			G485	0			G486	0			G487	0			3.
4. Loans and leases held for investment.....	G488	517000			G489	0			G490	0			G491	178000			G492	339000			4.
5. Trading assets:	bhct																				
a. Derivative assets	3543	9445000			G493	3628000			G494	2796000			G495	8311000			G496	1966000			5.a.
	BHCK																				
b. Other trading assets	G497	72223000			G498	0			G499	16560000			G500	51063000			G501	4600000			5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)																					
	F240	0			F684	0			F692	0			F241	0			F242	0			5.b.(1)
6. All other assets.....	G391	221000			G392	0			G395	21000			G396	60000			G804	140000			6.
7. Total assets measured at fair value on a recurring basis	G502	154943000			G503	35566000			G504	19416000			G505	163920000			G506	7173000			7.
LIABILITIES																					
8. Deposits.....	F252	0			F686	0			F694	0			F253	0			F254	0			8.
9. Federal funds purchased and securities sold under agreements to repurchase.....	G507	80962000			G508	31938000			G509	0			G510	112900000			G511	0			9.
10. Trading liabilities:	bhct																				
a. Derivative liabilities.....	3547	5909000			G512	3559000			G513	2047000			G514	7407000			G515	14000			10.a.
	BHCK																				
b. Other trading liabilities.....	G516	24250000			G517	0			G518	17663000			G519	6586000			G520	1000			10.b.
11. Other borrowed money	G521	795000			G522	0			G523	0			G524	795000			G525	0			11.
12. Subordinated notes and debentures	G526	0			G527	0			G528	0			G529	0			G530	0			12.
13. All other liabilities	G805	852000			G806	0			G807	0			G808	566000			G809	286000			13.
14. Total liabilities measured at fair value on a recurring basis.....	G531	112768000			G532	35497000			G533	19710000			G534	128254000			G535	301000			14.

Schedule HC-Q—Continued

					(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements																
Dollar Amounts in Thousands					BHCK				BHCK				BHCK				BHCK								
Memoranda																									
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):																									
a. Mortgage servicing assets.....					G536			0	G537			0	G538			0	G539			0	M.1.a.				
b. Nontrading derivative assets.....					G541			0	G542			0	G543			0	G544			0	M.1.b.				
c. <div>BHTX G546</div> INVESTMENT IN UNCONSOLIDATED					G546			142000	G547			0	G548			0	G549			2000	G550			140000	M.1.c.
d. <div>BHTX G551</div> SUBSIDIARIES					G551			0	G552			0	G553			0	G554			0	G555			0	M.1.d.
e. <div>BHTX G556</div>					G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
f. <div>BHTX G561</div>					G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):																									
a. Loan commitments (not accounted for as derivatives).....					F261			286000	F689			0	F697			0	F262			0	F263			286000	M.2.a.
b. Nontrading derivative liabilities.....					G566			0	G567			0	G568			0	G569			0	G570			0	M.2.b.
c. <div>BHTX G571</div>					G571			0	G572			0	G573			0	G574			0	G575			0	M.2.c.
d. <div>BHTX G576</div>					G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e. <div>BHTX G581</div>					G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f. <div>BHTX G586</div>					G586			0	G587			0	G588			0	G589			0	G590			0	M.2.f.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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C.I.

FR Y-9C
Page 44

RSSD ID:

2816906

Dollar Amounts in Thousands		BHCX			
Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	4834000			1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK				
	8434	-9000			2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221	0			3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	4336	-454000			4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0			5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214	196000			6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G215	0			6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216	0			6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	5685000			7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264	0			7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227	-192000			8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0			9.a.
b. LESS: Disallowed deferred tax assets	5610	4969000			9.b.
10. Other additions to (deductions from) Tier 1 capital	B592	-407000			10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	-5568000			11.
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	0			12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218	0			13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	143000			14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	6000			15.
16. Other Tier 2 capital components	B594	0			16.
17. Tier 2 capital (sum of items 12 through 16)	5311	149000			17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	0			18.
19. Tier 3 capital allocated for market risk	1395	0			19.
20. LESS: Deductions for total risk-based capital	B595	0			20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	-5568000			21.
Total assets for leverage ratio					
22. Average total assets (from Schedule HC-K, item 5)	bhct				
	3368	474321000			22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	5685000			23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0			24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	4969000			25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK				
	B596	407000			26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	463260000			27.
28.–30. Not applicable					
Capital ratios					
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage			
	7204	-1.20 %			31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	-6.37 %			32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	-6.37 %			33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

															C000				

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹			(Column C)	(Column D)	(Column E)	(Column F)									
								Allocation by Risk Weight Category												
	0%				20%			50%			100%									
Dollar Amounts in Thousands																				
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	7745000			1.00 or 12.5 ²	7745000			0			716000			0			7029000			44.
45. Performance standby letters of credit	bhct 6570																			
46. Commercial and similar letters of credit	1000			.50	500			0			0			0			500			45.
47. Risk participations in bankers acceptances acquired by the reporting institution	bhct 3411																			
	7000			.20	1400			0			1000			0			400			46.
	BHCK 3429																			
	0			1.00	0			0			0						0			47.
	bhct 3433																			
48. Securities lent.....	13417000			1.00	13417000			5000			5444000			0			7968000			48.
49. Retained recourse on small business obligations sold with recourse	bhct A250																			
	0			1.00	0			0			0			0			0			49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....																				
	BHCK B541																			
	0			12.5 ³	0												0			50.
51. All other financial assets sold with recourse	BHCK B675																			
	0			1.00	0			0			0			0			0			51.
52. All other off-balance sheet liabilities.....	BHCK B681																			
	0			1.00	0			0			0			0			0			52.
53. Unused commitments:																				
a. With an original maturity exceeding one year.....	BHCK 6572																			
	10896000			.50	5448000			0			31000			0			5417000			53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCK G591																			
	0			.10	0			0			0			0			0			53.b.
					BHCE A167															
54. Derivative contracts.....					14952000			0			7184000			7768000						54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R—Continued

			(Column C)	(Column D)	(Column E)	(Column F)				
			Allocation by Risk Weight Category							
			0%		20%		50%		100%	
Dollar Amounts in Thousands										
Totals										
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....			BHCK B696		BHCK B697		BHCK B698		BHCK B699	
			157673000		82953000		12970000		53313900	
56. Risk weight factor.....			× 0%		× 20%		× 50%		× 100%	
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)			BHCK B700		BHCK B701		BHCK B702		BHCK B703	
			0		16590600		6485000		53313900	
58. Market risk equivalent assets.....									BHCK 1651	
10995000										
BHCK B704										
87384500										
BHCK A222										
60. LESS: Excess allowance for loan and lease losses.....									0	
BHCK 3128										
0										
61. LESS: Allocated transfer risk reserve.....									BHCK A223	
87384500										
62. Total risk-weighted assets (item 59 minus items 60 and 61).....										

Schedule HC-R—Continued

MEMORANDA

MEMORANDA

Dollar Amounts in Thousands										BHCK			
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....										8764		6304000	M.1.

With a remaining maturity of																			
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years									
Dollar Amounts in Thousands					BHCK					BHCK					BHCK				
2. Notional principal amounts of derivative contracts: ¹																			
a. Interest rate contracts.....					3809		408585000	8766		34429000	8767		40497000	M.2.a.					
b. Foreign exchange contracts.....					3812		7619000	8769		2026000	8770		7174000	M.2.b.					
c. Gold contracts.....					8771		0	8772		0	8773		0	M.2.c.					
d. Other precious metals contracts.....					8774		0	8775		0	8776		0	M.2.d.					
e. Other commodity contracts.....					8777		24330000	8778		33700000	8779		0	M.2.e.					
f. Equity derivative contracts.....					A000		666000	A001		407000	A002		0	M.2.f					
g. Credit derivative contracts:																			
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																			
(1) Investment grade.....					G597		1685000	G598		1156000	G599		14928000	M.2.g.(1)					
(2) Subinvestment grade.....					G600		320000	G601		511000	G602		4852000	M.2.g.(2)					

Dollar Amounts in Thousands										BHCK				
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:														
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....										5479			0	M.3.a.
b. Not applicable.														
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b).....										C498			0	M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)										A507			0	M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c).....										2771			0	M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):														
a. In the form of perpetual preferred stock.....										5483			0	M.5.a.
b. In the form of common stock										5484			0	M.5.b.

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

Schedule HC-R—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	BHCK			
7. Not applicable	F031		4336000	M.6.
8. Restricted core capital elements included in Tier 1 capital:				
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219		0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220		0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990		0	M.8.c.
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502		0	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221		4105000	M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	BHCK	Percentage		
	G222		0.00 %	M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

										C000
	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets			
Dollar Amounts in Thousands										
Securitization Activities										
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705 6547000	BHCK B706 8452000	BHCK B707 0	BHCK B708 0	BHCK B709 23000	BHCK B710 9606000	BHCK B711 0			
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:										
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712 0	BHCK B713 0	BHCK B714 0	BHCK B715 0	BHCK B716 0	BHCK B717 39000	BHCK B718 0			
b. Subordinated securities and other residual interests	BHCK C393 0	BHCK C394 0	BHCK C395 0	BHCK C396 0	BHCK C397 0	BHCK C398 125000	BHCK C399 0			
c. Standby letters of credit and other enhancements.....	BHCK C400 0	BHCK C401 0	BHCK C402 0	BHCK C403 0	BHCK C404 0	BHCK C405 0	BHCK C406 0			
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726 0	BHCK B727 0	BHCK B728 0	BHCK B729 0	BHCK B730 0	BHCK B731 0	BHCK B732 0			
4. Past due loan amounts included in item 1:										
a. 30–89 days past due	BHCK B733 300000	BHCK B734 548000	BHCK B735 0	BHCK B736 0	BHCK B737 0	BHCK B738 1013000	BHCK B739 0			
b. 90 days or more past due.....	BHCK B740 1672000	BHCK B741 3362000	BHCK B742 0	BHCK B743 0	BHCK B744 0	BHCK B745 6841000	BHCK B746 0			
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):										
a. Charge-offs.....	BHCK B747 0	BHCK B748 0	BHCK B749 0	BHCK B750 0	BHCK B751 0	BHCK B752 0	BHCK B753 0			
b. Recoveries	BHCK B754 0	BHCK B755 0	BHCK B756 0	BHCK B757 0	BHCK B758 0	BHCK B759 0	BHCK B760 0			

Schedule HC-S—Continued

RSSD ID: 2816906

FR Y-9C
Page 51

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776 191000	BHCK B777 17000	BHCK B778 53000	BHCK B779 31000	BHCK B780 115000	BHCK B781 1018000	BHCK B782 530000	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCK B790 0	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								
	BHCK B797 0	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0	12.

Schedule HC-S—Continued

MEMORANDA

		Dollar Amounts in Thousands				
		BHCK				
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:						
a. Outstanding principal balance	A249				0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	A250				0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):						
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804				0	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805				0	M.2.b.
c. Other financial assets ¹	A591				0	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699				0	M.2.d.
3. Asset-backed commercial paper conduits:						
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:						
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806				0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807				0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:						
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808				0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809				0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407				0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK			
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:												
a. Cash and balances due from depository institutions	J981		1000		J982		0		J983		4033000	1.a.
b. Held-to-maturity securities	J984		0		J985		0		J986		0	1.b.
c. Available-for-sale securities	J987		0		J988		0		J989		0	1.c.
d. Securities purchased under agreements to resell	J990		0		J991		0		J992		0	1.d.
e. Loans and leases held for sale	J993		0		J994		0		J995		0	1.e.
f. Loans and leases, net of unearned income	J996		98000		J997		0		J998		0	1.f.
g. Less: Allowance for loan and lease losses	J999		0		K001		0		K002		0	1.g.
h. Trading assets (other than derivatives)	K003		455000		K004		0		K005		0	1.h.
i. Derivative trading assets	K006		0		K007		0		K008		0	1.i.
j. Other real estate owned	K009		11000		K010		0		K011		168000	1.j.
k. Other assets	K012		2000		K013		0		K014		174000	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:												
a. Securities sold under agreements to repurchase	K015		0		K016		0		K017		0	2.a.
b. Derivative trading liabilities	K018		5000		K019		0		K020		0	2.b.
c. Commercial paper	K021		0		K022		0		K023		0	2.c.
d. Other borrowed money (exclude commercial paper)	K024		610000		K025		0		K026		3325000	2.d.
e. Other liabilities	K027		0		K028		0		K029		34000	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030		0		K031		0		K032		1212000	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033		0		K034		0		K035		1870000	4.

Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

		Dollar Amounts in Thousands				
		BHBC				
1.	Average loans and leases (net of unearned income).....	3516				1.
2.	Average earning assets	3402				2.
3.	Average total consolidated assets	3368				3.
4.	Average equity capital.....	3519				4.

Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company				
	0000			750

Notes to the Balance Sheet—Other

		Dollar Amounts in Thousands				
	TEXT	BHCK				
1.	Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)					
		K141			0	1.
2.	5357					
		5357			0	2.
3.	5358					
		5358			0	3.
4.	5359					
		5359			0	4.
5.	5360					
		5360			0	5.
6.	B027					
		B027			0	6.

Notes to the Balance Sheet—Other, Continued

TEXT		Dollar Amounts in Thousands	BHCK				
7.	B028						
			B028			0	7.
8.	B029						
			B029			0	8.
9.	B030						
			B030			0	9.
10.	B031						
			B031			0	10.
11.	B032						
			B032			0	11.
12.	B033						
			B033			0	12.
13.	B034						
			B034			0	13.
14.	B035						
			B035			0	14.
15.	B036						
			B036			0	15.
16.	B037						
			B037			0	16.
17.	B038						
			B038			0	17.
18.	B039						
			B039			0	18.
19.	B040						
			B040			0	19.
20.	B041						
			B041			0	20.